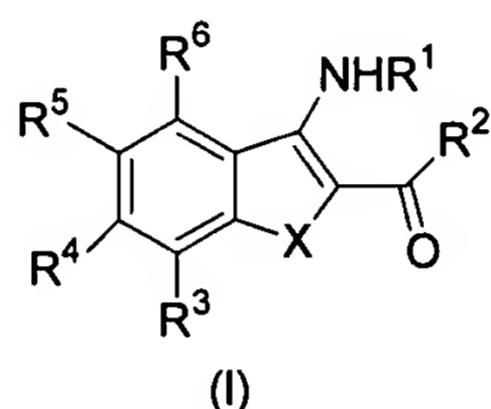


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Original) A compound of Formula I



wherein

X is selected from O and S;

R¹ is selected from H, (C₁-C₆)alkyl, C(O)(C₁-C₆)alkyl, and benzoyl;

R² is selected from

phenyl and naphthyl, each optionally substituted with 1, 2, or 3 substituents each independently selected from

OH, CN, NO₂, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(O)R^A, C(O)NR^BR^B, NR^BR^B, NH[(C₁-C₆)alkyl]₀₋₁S(O)₂R^B, NH[(C₁-C₆)alkyl]₀₋₁C(O)R^A, and NH[(C₁-C₆)alkyl]₀₋₁C(O)OR^B,

a heterocycle selected from a six membered heterocycle, a five membered heterocycle and a fused bicyclic heterocycle, each heterocycle being optionally substituted with 1, 2 or 3 substituents each independently selected from

OH, CN, NO₂, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(O)R^A, C(O)NR^BR^B, NR^BR^B, NH[(C₁-C₆)alkyl]₀₋₁S(O)₂R^B, NH[(C₁-C₆)alkyl]₀₋₁C(O)R^A, and NH[(C₁-C₆)alkyl]₀₋₁C(O)OR^B,

R^A is in each instance independently H, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, NR^BR^B, or

(C₁-C₆)alkyl, said alkyl being optionally substituted with OH, C(O)R^B, halo, (C₁-C₃)alkoxy, and NR^BR^B;

R^B is in each instance independently H, (C₃-C₆)cycloalkyl, and

(C₁-C₆)alkyl, said alkyl being optionally substituted with

OH, =O, halo, (C₁-C₆)alkoxy, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, and
NC(O)(C₁-C₃)alkyl,

and where R^B, when it is attached to a N atom, is in each instance (C₁-C₄)alkyl,

then the 2 (C₁-C₄)alkyl groups, taken together with the N atom to which
they are attached, may be joined together to form a saturated ring,

and where R^B and R^B together with the N to which they are attached may form a
morpholinyl ring or a piperazinyl ring optionally substituted on the
available N atom with (C₁-C₆)alkyl, said alkyl being optionally substituted
with OH, =O, NH₂, (C₁-C₆)alkoxy, NH(C₁-C₃)alkyl, or N[(C₁-C₃)alkyl]₂,

and with the proviso that when R^B is attached to S(O) or to S(O)₂, it cannot be H;

R³ is selected from from H, OH, CN, (C₁-C₃)alkyl, (C₁-C₃)alkoxy, halo, halo(C₁-C₃)alkyl,
and halo(C₁-C₃)alkoxy;

R⁴ is selected from

piperonyl,

Y where

Y is a heterocycle optionally substituted with 1, 2, or 3 substituents

each independently selected from

=O, N-oxide, H, CN, NO₂, halo, halo(C₁-C₆)alkyl, OH,
halo(C₁-C₆)alkoxy, C(O)OR^B, C(NH)NR^BR^B, NR^BR^B, S(O)₀₋₂R^B,
S(O)₂NR^BR^B,

(C₁-C₆)alkoxy, said alkoxy being optionally substituted with 1 or 2
substituents selected from OH, NR^BR^B, and (C₁-C₃)alkoxy,
NR^CR^C where

R^C is selected from R^B, C(O)R^B, and S(O)₂R^B,

C(O)R^D where

R^D is selected from R^A, (C₃-C₆)cycloalkyl, Z and

N[(C₁-C₃)alkyl]Z where

Z is in each instance a heterocycle
independently optionally substituted with
CN, =O, OH, N-oxide, NO₂, halo, (C₁-
C₆)alkoxy, halo(C₁-C₃)alkoxy, halo(C₁-
C₃)alkyl, S(O)₂R^B, S(O)₂NR^BR^B, NR^BR^B,
C(O)R^A, and (C₁-C₆)alkyl,
said alkyl being optionally
substituted with OH, C(O)R^B, (C₁-
C₃)alkoxy and NR^BR^B;

NR^BR^E where

R^E is selected from C(O)R^A, C(O)R^B, S(O)₂R^B, S(O)₂NR^BR^B
and C(O)[(C₁-C₆)alkyl]Z where Z is optionally
substituted as described above,

(C₁-C₆)alkyl, said alkyl being optionally substituted with

CN, OH, =O, halo, (C₁-C₆)alkoxy, C(O)R^A, NR^BR^B, NR^CR^C,
NR^BR^E, C(NH)NR^BR^B, S(O)₀₋₂R^B, S(O)₂NR^BR^B, C(O)R^B
C(O)OR^B, Z, C(O)Z, and C(O)N[(C₁-C₃)alkyl]Z, where Z in
each instance is independently optionally substituted as
described above,

phenyl and naphthyl each optionally substituted with 1, 2, or 3 substituents each
independently selected from

OH, CN, NO₂, halo, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(O)OR^B,
C(NH)NR^BR^B, NR^BR^B, S(O)₀₋₂R^B, S(O)₂NR^BR^B, Z, C(O)Z where Z

is in each instance optionally substituted as described above,

(C₁-C₆)alkoxy, said alkoxy being optionally substituted with 1 or 2
substituents selected from OH, NR^BR^B, and (C₁-C₃)alkoxy,
NR^CR^C where

R^C is selected from R^B, C(O)R^B, and S(O)₂R^B,
C(O)R^D where

R^D is selected from R^A, (C₃-C₆)cycloalkyl, and N[(C₁-C₃)alkyl]Z
where Z is optionally substituted as described above,

$NR^B R^E$ where

R^E is selected from $C(O)R^A$, $C(O)R^B$, $S(O)_2R^B$, $S(O)_2NR^B R^B$ and

$C(O)[(C_1-C_6)alkyl]Z$ where Z is optionally substituted as
described above,

$(C_1-C_6)alkyl$, said alkyl being optionally substituted with

CN , OH , $=O$, halo, $(C_1-C_6)alkoxy$, $C(O)R^A$, $NR^B R^B$, $NR^B R^E$,
 $C(NH)NR^B R^B$, $S(O)_{0-2}R^B$, $S(O)_2NR^B R^B$, $C(O)R^B C(O)OR^B$, Z , $C(O)Z$,
and $C(O)N[(C_1-C_3)alkyl]Z$, where Z in each instance is
independently optionally substituted as described above;

R^5 and R^6 are each independently selected from H , OH , CN , $(C_1-C_3)alkyl$, $(C_1-C_3)alkoxy$,

halo, $halo(C_1-C_3)alkyl$, and $halo(C_1-C_3)alkoxy$;

or a pharmaceutically acceptable salt or ester thereof.

2. (Original) A compound of claim 1 wherein X is O .
3. (Original) A compound of claim 1 wherein X is S .
4. (Original) A compound of claim 2 wherein R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
5. (Original) A compound of claim 2 wherein R^4 is selected from Y and phenyl, each being optionally substituted.
6. (Original) A compound of claim 2 wherein R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.

7. (Original) A compound of claim 5 wherein R⁴ is selected from phenyl and Y where Y is selected from a 5 membered heterocyclic ring and pyridine, each cyclic moiety being optionally substituted.
8. (Original) A compound of claim 6 wherein R² and R⁴ are each independently optionally substituted with 1 or 2 substituents, and R³, R⁵ and R⁶ are each independently selected from H, OH, Cl, F, CN, CH₃, OCH₃, CF₃ and OCF₃.
9. (Original) A compound of claim 8 wherein R¹ is selected from H and (C₁-C₆-)alkyl.
10. (Original) A compound of claim 3 wherein R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
11. (Original) A compound of claim 3 wherein R⁴ is selected from Y and phenyl, each being optionally substituted.
12. (Original) A compound of claim 3 wherein R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R⁴ is selected from Y and phenyl, each being optionally substituted.
13. (Original) A compound of claim 11 wherein R⁴ is selected from phenyl and Y where Y is selected from a 5 membered heterocyclic ring and pyridine, each cyclic moiety being optionally substituted.
14. (Original) A compound of claim 12 wherein R² and R⁴ are each independently optionally substituted with 1 or 2 substituents, and R³, R⁵ and R⁶ are each independently selected from H, OH, Cl, F, CN, CH₃, OCH₃, CF₃ and OCF₃.
15. (Original) A compound of claim 14 wherein R¹ is selected from H and (C₁-C₆-)alkyl.

16. (Original) A compound selected from

(3-Amino-6-phenyl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,
(3-Amino-6-pyridin-3-yl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,
[3-Amino-6-(3-nitro-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,
[3-Amino-6-(3-amino-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,
3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzonitrile,
N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl}-
methanesulfonamide,
N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl}-acetamide,
[3-Amino-6-(2-methyl-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-
methanone,
5-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-nicotinamide,
3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzenesulfonamide,
(3-Amino-5-fluoro-6-pyridin-3-yl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,
{3-Amino-6-[3-((S)-2,3-dihydroxy-propylamino)-phenyl]-benzofuran-2-yl}-(2,4-
dichloro-phenyl)-methanone,
3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-N-methyl-benzamide,
[3-Amino-6-(1-methyl-1H-imidazol-4-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-
methanone,
3-[3-Amino-2-(2-chloro-4-fluoro-benzoyl)-benzofuran-6-yl]-benzamide,
2-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl}-acetamide,
[3-Amino-6-(2-methyl-thiazol-4-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-
methanone,
N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzyl}-
Methanesulfonamide,
N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzyl}-acetamide,
[3-Amino-6-(2-methyl-oxazol-4-yl)-benzofuran-2-yl]-(2-methoxy-phenyl)-
methanone,
[3-Amino-6-(3-fluoro-5-nitro-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-
methanone,

[3-Amino-6-(3-methanesulfonyl-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,

[3-Amino-6-(2-fluoro-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone, and

[3-Amino-6-(2-methylamino-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone.

17. (Original) A composition comprising a compound of Formula I.

18. (Original) A composition according to claim 17 where X is O.

19. (Original) A composition according to claim 17 where X is S.

20. (Original) A composition according to claim 18 where R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R⁴ is selected from Y and phenyl, each being optionally substituted.

21. (Original) A composition according to claim 19 where R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R⁴ is selected from Y and phenyl, each being optionally substituted.

22. (Currently Amended) A method of treating ~~or preventing~~ a hyper-proliferative disorder comprising administration to a patient in need thereof of an effective amount of a compound of Formula I.

23. (Original) A method according to claim 22 where X is O.

24. (Original) A method according to claim 22 where X is S.

25. (Original) A method according to claim 23 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.

26. (Original) A method according to claim 24 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.